

JUL 17 2018

UNITED STATES OF AMERICA
BEFORE THE
DEPARTMENT OF ENERGY
OFFICE OF ELECTRICITY DELIVERY AND ENERGY RELIABILITY
Electricity Delivery and
Energy Reliability

ADG Group Inc.

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Docket No. EA- 457

**APPLICATION OF ADG GROUP INC.
FOR AUTHORITY TO TRANSMIT ELECTRIC ENERGY TO CANADA**

Pursuant to Section 202(e) of the Federal Power Act (“FPA”)¹ and the regulations promulgated under 10 C.F.R. §§ 205.300, *et seq.*, ADG Group Inc. (“ADG” or “Applicant”) hereby submits this application to the Department of Energy, Office of Electricity Delivery and Energy Reliability (“Department”) for, and respectfully requests, blanket authorization to transmit and export electricity from the United States to Canada (“Application”) for a period of five (5) years. ADG further respectfully requests that this Application be made effective by September 17, 2018.

I. DESCRIPTION OF APPLICANT

The legal name of the Applicant is ADG Group Inc. Applicant is a corporation incorporated in Ontario and has its principal place of business in Toronto, Ontario, Canada. Applicant is wholly-owned by Xue Chao (David) Cai, Atanas Nikolov Betchev and Georgi B. Borissov, three Canadian individuals. ADG is not seeking authorization to export power on behalf of, or in conjunction with, any partners, partnerships or affiliates.

ADG is a power marketer engaged in the business of marketing and trading electric energy and other energy-related products in Canada and the United States. ADG has market-

¹ 16 U.S.C. § 824a(e).

based rate authorization from the Federal Energy Regulatory Commission (“FERC”)² and participates in the energy markets in the United States and Canada, including without limitation, through purchasing and selling at wholesale electric energy, capacity and ancillary services at market-based rates. ADG makes these wholesale purchases and sales in the Northeast and Central geographic regions of the United States (e.g., in the New York Independent System Operator, Inc. (“NYISO”) and Midcontinent Independent System Operator, Inc. (“Midcontinent ISO”) markets), and may also engage in such transactions in other geographic regions and energy markets in the United States.

ADG also engages in purely financial transactions, such as virtual energy transactions, in the United States energy markets.

Neither ADG nor any of the individual owners or affiliates of ADG owns, operates or controls any electric generation, transmission or distribution facilities. In addition, neither ADG, nor any of the individual owners or affiliates of ADG has a franchised service area or has entered into any contracts that confer ownership or control over generation capacity to ADG, its owners or its affiliates. None of the individual owners of ADG holds a board of director position with any energy companies other than ADG.

II. COMMUNICATIONS

Communications and correspondence concerning this filing should be addressed to:

Xue Chao (David) Cai
President/Co-Founder
ADG Group Inc.
77 King Street West, Suite 400
Toronto, Ontario, Canada M5K 0A1
Tel. (604) 716-1638
E-mail: office@adggroup.ca

Peter P. Thieman
Dentons US LLP
1900 K Street, NW
Washington, DC 20006
Tel. (202) 408-6464
Fax. (202) 408-6399
E-mail: peter.thieman@dentons.com

² See *ADG Group Inc.*, Letter Order, Docket No. ER17-1151-000 (May 8, 2017) (granting market-based rate authority).

III. JURISDICTION

Under Section 202(e) of the FPA and the Department's regulations, 10 C.F.R. §§ 205.300, *et seq.*, the Department has jurisdiction over the action proposed in this Application. No other known federal, state or local government has jurisdiction over the actions to be taken under the authority described in this Application.

IV. DESCRIPTION OF TRANSMISSION FACILITIES

ADG requests authority to export electric energy to Canada over any international transmission facility authorized by Presidential Permit that is appropriate for open access by third parties in accordance with export limits assessed and authorized by the Department. In particular, ADG intends and requests to export electric energy over the existing international transmission facilities between Canada and the United States, as identified in Exhibit C. Exhibit C provides the owner name, location, voltage description, and Presidential Permit number of these existing international transmission facilities.

V. TECHNICAL DISCUSSION OF PROPOSAL

Section 202(e) of the FPA and the Department's regulations promulgated thereunder provide that exports of electric energy should be authorized unless the proposed export would impair the sufficiency of electric power supply within the United States or would impede or tend to impede the coordinated use (from an operational reliability and security perspective) of the United States electric transmission system.³

ADG is a power marketer that does not own or control electric generation facilities or transmission facilities. ADG does not own or control a transmission or power supply system on

³ See 16 U.S.C. § 824a(e); 10 C.F.R. §§ 205.300, *et seq.* (2018); *see, e.g., BP Energy Co.*, Order No. EA-314, at 2 (Feb. 22, 2007), *renewed*, Order No. EA-314-A, at 2 (May 3, 2012).

which its proposed exports of power could have a reliability, fuel use or system stability impact. Nor does ADG have an obligation to serve native load within a franchised service area. ADG will purchase the power it plans to export voluntarily through the electric energy markets in the United States (*e.g.*, NYISO and Midcontinent ISO) and/or from electric utilities, wholesale generators, power marketers and other parties, and thus such power will be surplus to the needs of the selling parties or organization. ADG's export of power will not impair or tend to impede the sufficiency of electric power supplies in the United States or the regional coordination of electric utility planning or operation.

ADG will make all necessary commercial arrangements and will obtain any and all other regulatory approvals required in order to carry out any power exports. This will include: (i) scheduling each transaction with the appropriate balancing authority area in compliance with all reliability criteria, standards and guidelines of the North American Reliability Corporation ("NERC") and applicable Regional Entities in effect at the time of the export, and (ii) obtaining all necessary transmission access over the existing transmission facilities listed in Exhibit C, including, complying with procedures for obtaining such transmission capacity from unaffiliated third parties. ADG agrees to comply with the export limits contained in the relevant export authorization and Presidential Permit associated with the transmission facilities over which ADG exports electric power to Canada.

In prior Department orders granting export authorization to electric power marketers, the Department declined to rigidly apply the information filing requirements contained in its regulations and instead used a flexible approach which takes into consideration the unique nature

of power marketers, the requirements of FERC Order No. 888⁴ and previously authorized export limits of cross-border facilities.⁵ These same considerations demonstrate that the exports proposed by ADG will not impair or tend to impede the sufficiency of electric supplies in the United States or the regional coordination of electric utility planning or operations.

VI. COMPLIANCE WITH LAWS AND CONDITIONS

ADG will conduct its operations (i) in compliance with any authorization conditions imposed by the Department consistent with its prior orders authorizing power marketers blanket authority to export power and (ii) in accordance with the provisions of the FPA and applicable rules, regulations and orders adopted or issued thereunder. ADG also will conduct its operations in conformity with the applicable reliability criteria, standards and guidelines of NERC, reliability coordinators and balancing authority area operators, including any applicable regional transmission organizations or independent system operators. In particular, if required by the Department, ADG's exports of power will not exceed the export limits for the transmission facilities used by ADG, or otherwise cause a violation of the terms and conditions established in the export authorization. ADG will provide the Department with evidence that it has secured sufficient transmission services for the delivery of power and with all periodic reports regarding exports of power, as may be applicable or required.

⁴ *Promoting Wholesale Competition Through Open Access Non-Discriminatory Transmission Services by Public Utilities; Recovery of Stranded Costs by Public Utilities and Transmitting Utilities*, Order No. 888, 1991-1996 FERC Stats. & Regs., Regs. Preambles ¶ 31,036 (1996), *order on reh'g*, Order No. 888-A, 1996-2000 FERC Stats. & Regs., Regs. Preambles ¶ 31,048, *order on reh'g*, Order No. 888-B, 81 FERC ¶ 61,248 (1997), *reh'g denied*, Order No. 888-C, 82 FERC ¶ 61,046 (1998), *aff'd in part and remanded in part sub nom. Transmission Access Policy Study Group v. FERC*, 225 F.3d 667 (D.C. Cir. 2000), *aff'd sub nom. New York v. FERC*, 535 U.S. 1 (2002).

⁵ *See e.g., Morgan Stanley Capital Power Grp. Inc.* Order No. EA-185-A-CN (Aug. 14, 2000); *Saracen Energy Partners, LP*, Order No. EA-340 (June 18, 2008).

ADG respectfully submits that the Application qualifies for a categorical exclusion under the National Environmental Policy Act of 1969 such that neither an Environmental Agreement nor an Environmental Impact Statement is required because the exports of power proposed by ADG will occur over existing transmission lines.⁶

VII. VERIFICATION, REQUIRED COPIES AND FEE

The verification executed by ADG's authorized representative in accordance with 10 C.F.R. § 205.302(h) is enclosed with the Application. In accordance with the requirements of 10 C.F.R. § 205.307, an original and two (2) copies of the Application are being provided to the Department. In accordance with the requirements of 10 C.F.R. § 205.309, a copy of this Application will be provided to the Secretary of the Federal Energy Regulatory Commission at the following address:

Ms. Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

A check in the amount of \$500.00 made payable to the Treasurer of the United States is enclosed as payment of the fee specified in 10 C.F.R. § 205.309.

VIII. REQUIRED EXHIBITS

In accordance with the requirements of the Department's regulations (10 C.F.R. § 205.303), the following applicable exhibits are attached to this Application:

Exhibit A	Transmission Agreements	Not Applicable
Exhibit B	Opinion of Counsel	Attached
Exhibit C	Transmission Facilities	List of international transmission facilities submitted in lieu of a map

⁶ See 10 C.F.R. § 1021.410; 10 C.F.R. pt. 1021, App. B to Subpart D, § B4.2; *see, e.g., Morgan Stanley Capital Grp. Inc.*, Order No. EA-185-D, at 8 (July 8, 2015).

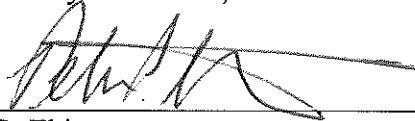
Exhibit D	Designation of Agent	Attached
Exhibit E	Statement of Corporate Relationship or Contract	Not Applicable
Exhibit F	Operating Procedures	Not Applicable

To the extent necessary, ADG requests a waiver of the requirement to provide the exhibits that are not applicable to this Application, as noted above.

IX. CONCLUSION

WHEREFORE, ADG Group Inc. respectfully requests that the Department grant this Application for blanket authorization to export power from the United States to Canada, for a period of five (5) years, with such authorization to be effective as of September 17, 2018.

Respectfully Submitted,



Peter P. Thieman
Dentons US LLP
1900 K Street, NW
Washington, D.C. 20006
Telephone: (202) 408-6464
Facsimile: (202) 408-6399
Email: peter.thieman@dentons.com

Counsel for ADG Group Inc.

July 17, 2018

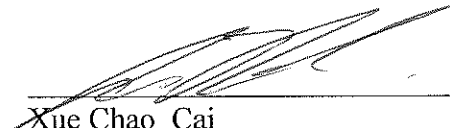
**UNITED STATES OF AMERICA
BEFORE THE
DEPARTMENT OF ENERGY
OFFICE OF ELECTRICITY DELIVERY AND ENERGY RELIABILITY**

ADG Group Inc.

Docket No. EA-_____


VERIFICATION

I, Xue Chao Cai, President of ADG Group Inc. ("ADG"), am authorized to provide this verification on behalf of ADG, have knowledge of the matters set forth in the foregoing Application of ADG Group Inc. for Authority to Transmit Electric Energy to Canada, and hereby verify that the contents thereof are true and correct to the best of my knowledge, information and belief.



Xue Chao Cai
President

Signed and sworn to before me this 16th day of July, 2018.



Barry A. Brissenden
Name of Notary Public (*printed name*)
Notary Public, Ontario, Canada
My commission expires: Permanent

Barry A. Brissenden
Barrister & Solicitor
Notary Public for Ontario
18-2505 Dunwin Drive
Mississauga, Ontario L5L 1T1

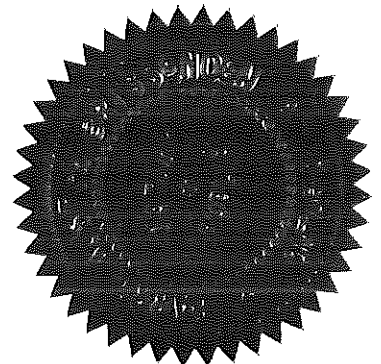


EXHIBIT A - TRANSMISSION AGREEMENTS

Not Applicable

EXHIBIT B - OPINION OF COUNSEL

July 17, 2018

The United States Department of Energy
Attention: Mr. Christopher Lawrence
Office of Electricity, OE-20
1000 Independence Avenue, S.W.
Washington, D.C. 20585

Ladies and Gentlemen:

Dentons US LLP (the "Firm") has acted as special legal counsel to ADG Group Inc. ("ADG"), a corporation incorporated in Ontario, Canada, for the purpose of delivering this Opinion Letter in connection with the Application of ADG for Authority to Transmit Electric Energy to Canada (the "Application") submitted to the U.S. Department of Energy (the "DOE"). This Opinion Letter is provided in connection with the Application as required by 10 C.F.R. §205.303(b) (2018).

This Opinion Letter is rendered only to you and is solely for your benefit in connection with the Application. This Opinion Letter may not be relied upon by you for any other purpose; nor may it be quoted, circulated, referred to or delivered to or relied upon by any other person, firm or entity for any purpose without our prior express written consent.

ADG is proposing to export electricity to Canada. The Firm has been engaged by ADG to provide an Opinion Letter regarding ADG's intent to comply with pertinent federal and state laws.

A. Limitations and Exclusions. This Opinion Letter is subject to the following limitations and exclusions:

- (1) It is limited in scope to the material federal permits, registrations, notifications, certifications and other regulatory approvals that are necessary pursuant to any law, rule, regulation, order or other instrument known to the Firm and which are required of ADG to export electricity to Canada. We did not examine, and this Opinion Letter specifically excludes from coverage, any other federal, state, and local permits, registrations, notifications, certifications, governmental approvals or regulatory authorizations that ADG may be required to obtain;
- (2) It specifically excludes from coverage all approvals required to be obtained by or from the owners or operators of the transmission facilities and interconnecting utilities;

- (3) Any ongoing reporting requirements arising after ADG commences the export of electricity to Canada, such as those typically detailed in agency permits and rules (e.g., self-reporting, record keeping, and permit renewals), are also excluded;
- (4) Future changes in applicable laws, regulations and programs, or in their implementation, may require approvals different from or in addition to those discussed herein. Future legal requirements are beyond the scope of this Opinion Letter and excluded from coverage; and
- (5) It is based solely on the actual present knowledge of the attorneys in the Firm who are directly involved in the representation of ADG and the Officer's Certificate of ADG annexed to this Opinion Letter.

B. Reliance. With respect to the factual and technical matters arising in connection with our examination of the Application and relevant to the opinion expressed herein, the Firm has assumed the truth and veracity of the representations, certifications and documents provided by ADG without independent investigation, verification or analysis, including without limitation the following documents, which we have examined and with which we are familiar:

- (1) The ADG Officer's Certificate, annexed to this Opinion Letter; and
- (2) The Application to which this Opinion Letter is attached as Exhibit B.

C. Assumptions. In preparing this Opinion Letter, the Firm has assumed the following:

- (1) the authenticity of original documents and the genuineness of all signatures;
- (2) the conformity to the originals of all documents submitted to the Firm as copies;
- (3) the due authorization, execution, and delivery of documents on behalf of the parties to such documents and the legal, valid, and binding effect of such documents on the parties;
- (4) the absence of any extrinsic evidence that the parties to a document intended a meaning contrary to that expressed by the provisions of the document; and
- (5) the truth and accuracy of all statements and certifications made by ADG and by any person on behalf of ADG, and of all documents and other factual and technical matters furnished by ADG or on behalf of ADG, and that none of such entities or persons have made, and that none of such documents or other factual and technical matters contain, an untrue statement of any material fact or omit a material fact necessary to make such statements or certifications, in light of the circumstances in which they were made, not misleading.

- (6) **Opinion.** Based upon and subject to the foregoing, and the other limitations and qualifications set forth herein, the Firm is of the opinion that to the best of our knowledge, ADG intends to comply with all applicable and pertinent federal, New York and other state laws regarding the exportation of electric energy from the United States to Canada and the matters contemplated in the Application.

Very truly yours,

A handwritten signature in cursive script that reads "Dentons US LLP".

Dentons US LLP

**ADG GROUP INC.
OFFICER'S CERTIFICATE**

This ADG Group Inc. Officer's Certificate ("Certificate") is being delivered to Dentons US LLP and Dentons Canada LLP (collectively, "Dentons") for reliance hereon by Dentons in rendering their opinion letters to which this Certificate is annexed (the "Opinion Letters"). The undersigned understands, acknowledges and agrees that the facts set forth in the Opinion Letters and this Certificate are being relied upon by Dentons in rendering the Opinion Letters and by each addressee thereof and other parties to the Application to which the Opinion Letters relate. Capitalized terms not defined herein have the meanings assigned to them in the Opinion Letters and the Application. The undersigned hereby represents, warrants, covenants and certifies, after reasonable investigation and review and consultation as appropriate with its attorneys and independent accountants, as follows:

1. ADG Group Inc. ("ADG") is engaged in the wholesale sale of power in interstate commerce and virtual energy and other financial transactions within the wholesale energy markets in the United States ("Energy Transactions") as permitted pursuant to ADG's market-based rate authorization issued by the Federal Energy Regulatory Commission.

2. ADG does not engage in any retail sales of power or any other retail transactions, nor does it engage in the generation, distribution or transmission of power.

3. ADG is a market participant within the energy markets of the New York Independent System Operator, Inc. ("NYISO") and the Midcontinent Independent System Operator, Inc. ("MISO"), which granted ADG its market participant status. ADG is authorized to engage in its Energy Transactions pursuant to the rules and regulations of the NYISO and MISO applicable to market participants.

4. ADG complies with and intends to comply with all applicable and pertinent (i) rules and regulations of the NYISO, MISO and any other organized energy markets in the United States, and (ii) federal laws, rules and regulations, including those under the Federal Power Act and implemented by the North American Reliability Corporation and its regional entities and by the U.S. Department of Energy in connection with the exportation of electric energy from the United States to Canada.

5. ADG intends to comply with all applicable and pertinent state laws, rules and regulations, including those of the State of New York.

6. ADG takes no actions to solicit transaction counterparties in the United States, whether within the NYISO and MISO markets or otherwise, except as otherwise permitted as a market participant in the NYISO and MISO wholesale energy markets.

7. Since the date of its formation through and including the date hereof, ADG has not owned or leased any real property or otherwise maintained an office or presence within the United States. At all times during the stated period, ADG has had no (i) employees, whether full or part time, (ii) independent contractors, (iii) authorized representatives, (iv) sales personnel, or (v) other paid or unpaid subcontractors, interns, or other workers within the United States.

8. Since the date of its formation through and including the date hereof, ADG has held no personal property in the United States.

9. ADG is a subsisting corporation duly incorporated under the laws of Canada. Reference is made to the constating documents of ADG issued under the Canada Business Corporations Act on January 23, 2017 (the "Articles"). The Articles are in full force and effect at this date and have not been amended or waived and neither the directors nor the shareholders of the Corporation have passed, confirmed or consented to any amendments or variations of the Articles.

10. Reference is made to the by-laws of ADG made January 30, 2017 (the "By-laws"). The By-laws are in full force and effect, unamended at this date and neither the directors nor the shareholders of the ADG have passed, confirmed or consented to any resolutions amending or varying the By-laws.

11. Reference is made to the resolution of the board of directors of ADG passed on July 17, 2018, which has been duly and validly passed in accordance with the Articles and the By-laws, constituting authority for ADG to enter into all such agreements, instruments and other documents and take all actions in connection with the exporting of electric energy to Canada from the United States. This resolution is in full force and effect and is unamended as of the date hereof.

The undersigned has executed this Certificate as of the date of the Opinion Letters.

ADG GROUP INC.

By: 

Name: Xue Chao Cai

Title: President

July 17, 2018

The United States Department of Energy
Attention: Mr. Christopher Lawrence
Office of Electricity, OE-20
1000 Independence Avenue, S.W.
Washington, D.C. 20585

Ladies and Gentlemen:

Dentons Canada LLP (the "Firm") has acted as special legal counsel to ADG Group Inc. ("ADG"), a corporation incorporated in Ontario, Canada, for the purpose of delivering this Opinion Letter in connection with the Application of ADG for Authority to Transmit Electric Energy to Canada (the "Application") submitted to the U.S. Department of Energy (the "DOE"). This Opinion Letter is provided in connection with the Application as required by 10 C.F.R. §205.303(b) (2018).

This Opinion Letter is rendered only to you and is solely for your benefit in connection with the Application. This Opinion Letter may not be relied upon by you for any other purpose; nor may it be quoted, circulated, referred to or delivered to or relied upon by any other person, firm or entity for any purpose without our prior express written consent.

ADG is proposing to export electricity to Canada. The Firm has been engaged by ADG to provide an Opinion Letter regarding ADG's corporate power and authority to export electric energy to Canada from the United States.

A. Limitations and Exclusions. This Opinion Letter is subject to the following limitations and exclusions:

- (1) It is limited in scope to ADG's corporate authority to engage in the exportation of electric energy from the U.S. into Canada and the sale of such electricity to entities and/or electricity markets located in Canada. We did not examine, and this Opinion Letter specifically excludes from coverage, any federal, provincial, and local permits, registrations, notifications, certifications, governmental approvals or regulatory authorizations that ADG may be required to obtain.
- (2) It is based solely on the actual present knowledge of the attorneys in the Firm who are directly involved in the representation of ADG and the certificate of an officer of ADG annexed to this Opinion Letter (the "Certificate").

B. Reliance. With respect to the factual and technical matters arising in connection with our examination of the Application and relevant to the opinion expressed herein, the Firm has assumed the truth and veracity of the representations, certifications and documents provided by ADG without independent investigation, verification or analysis, including the following documents, which we have examined and with which we are familiar:

- (1) the constating documents of ADG issued under the Canada Business Corporations Act on January 23, 2017; and
- (2) the by-laws of ADG made January 30, 2017.

C. Assumptions. In preparing this Opinion Letter, the Firm has assumed the following:

- (1) the authenticity of original documents and the genuineness of all signatures;
- (2) the conformity to the originals of all documents submitted to the Firm as copies;
- (3) the due authorization, execution, and delivery of documents on behalf of the parties to such documents and the legal, valid, and binding effect of such documents on the parties;
- (4) the absence of any extrinsic evidence that the parties to a document intended a meaning contrary to that expressed by the provisions of the document; and
- (5) the truth and accuracy of all statements and certifications made by ADG and by any person on behalf of ADG, and of all documents and other factual and technical matters furnished by ADG or on behalf of ADG, and that none of such entities or persons have made, and that none of such documents or other factual and technical matters contain, an untrue statement of any material fact or omit a material fact necessary to make such statements or certifications, in light of the circumstances in which they were made, not misleading.

D. Opinion. Based upon and subject to the foregoing, and the other limitations and qualifications set forth herein, the Firm is of the opinion that ADG has full corporate power and authority to enter into transactions for the export of electric energy to Canada from the United States as requested in the Application.

Sincerely,

Dentons Canada LLP

Dentons Canada LLP

ADG GROUP INC.
OFFICER'S CERTIFICATE

This ADG Group Inc. Officer's Certificate ("Certificate") is being delivered to Dentons US LLP and Dentons Canada LLP (collectively, "Dentons") for reliance hereon by Dentons in rendering their opinion letters to which this Certificate is annexed (the "Opinion Letters"). The undersigned understands, acknowledges and agrees that the facts set forth in the Opinion Letters and this Certificate are being relied upon by Dentons in rendering the Opinion Letters and by each addressee thereof and other parties to the Application to which the Opinion Letters relate. Capitalized terms not defined herein have the meanings assigned to them in the Opinion Letters and the Application. The undersigned hereby represents, warrants, covenants and certifies, after reasonable investigation and review and consultation as appropriate with its attorneys and independent accountants, as follows:

1. ADG Group Inc. ("ADG") is engaged in the wholesale sale of power in interstate commerce and virtual energy and other financial transactions within the wholesale energy markets in the United States ("Energy Transactions") as permitted pursuant to ADG's market-based rate authorization issued by the Federal Energy Regulatory Commission.
2. ADG does not engage in any retail sales of power or any other retail transactions, nor does it engage in the generation, distribution or transmission of power.
3. ADG is a market participant within the energy markets of the New York Independent System Operator, Inc. ("NYISO") and the Midcontinent Independent System Operator, Inc. ("MISO"), which granted ADG its market participant status. ADG is authorized to engage in its Energy Transactions pursuant to the rules and regulations of the NYISO and MISO applicable to market participants.
4. ADG complies with and intends to comply with all applicable and pertinent (i) rules and regulations of the NYISO, MISO and any other organized energy markets in the United States, and (ii) federal laws, rules and regulations, including those under the Federal Power Act and implemented by the North American Reliability Corporation and its regional entities and by the U.S. Department of Energy in connection with the exportation of electric energy from the United States to Canada.
5. ADG intends to comply with all applicable and pertinent state laws, rules and regulations, including those of the State of New York.
6. ADG takes no actions to solicit transaction counterparties in the United States, whether within the NYISO and MISO markets or otherwise, except as otherwise permitted as a market participant in the NYISO and MISO wholesale energy markets.
7. Since the date of its formation through and including the date hereof, ADG has not owned or leased any real property or otherwise maintained an office or presence within the United States. At all times during the stated period, ADG has had no (i) employees, whether full or part time, (ii) independent contractors, (iii) authorized representatives, (iv) sales personnel, or (v) other paid or unpaid subcontractors, interns, or other workers within the United States.
8. Since the date of its formation through and including the date hereof, ADG has held no personal property in the United States.

9. ADG is a subsisting corporation duly incorporated under the laws of Canada. Reference is made to the constating documents of ADG issued under the Canada Business Corporations Act on January 23, 2017 (the "Articles"). The Articles are in full force and effect at this date and have not been amended or waived and neither the directors nor the shareholders of the Corporation have passed, confirmed or consented to any amendments or variations of the Articles.

10. Reference is made to the by-laws of ADG made January 30, 2017 (the "By-laws"). The By-laws are in full force and effect, unamended at this date and neither the directors nor the shareholders of the ADG have passed, confirmed or consented to any resolutions amending or varying the By-laws.

11. Reference is made to the resolution of the board of directors of ADG passed on July 17, 2018, which has been duly and validly passed in accordance with the Articles and the By-laws, constituting authority for ADG to enter into all such agreements, instruments and other documents and take all actions in connection with the exporting of electric energy to Canada from the United States. This resolution is in full force and effect and is unamended as of the date hereof.

The undersigned has executed this Certificate as of the date of the Opinion Letters.

ADG GROUP INC.

By: 

Name: Xue Chao Cai

Title: President





EXHIBIT C

International Transmission Facilities Located At the U.S.-Canada Border Authorized for Third-Party Use and Appropriate for Export

<u>Present Owner</u>	<u>Location</u>	<u>Voltage</u>	<u>Presidential Permit No.¹</u>
Bangor Hydro-Electric Company	Baileyville, ME	345-kV	PP-89
Basin Electric Power Cooperative	Tioga, ND	230-kV	PP-64
Bonneville Power Administration	Blaine, WA	2-500-kV	PP-10
	Nelway, WA	230-kV	PP-36
	Nelway, WA	230-kV	PP-46
Eastern Maine Electric Cooperative	Calais, ME	69-kV	PP-32
International Transmission Company	Detroit, MI	230-kV	PP-230
	Marysville, MI	230-kV	PP-230
	St. Claire, MI	230-kV	PP-230
	St. Claire, MI	345-kV	PP-230
ITC Lake Erie Connector	Erie County, PA	320-kV	PP-412*
Joint Owners of the Highgate Project	Highgate, VT	120-kV	PP-82
Long Sault, Inc.	Massena, NY	2-115-kV	PP-24
Maine Electric Power Company	Houlton, ME	345-kV	PP-43
Maine Public Service Company	Limestone, ME	69-kV	PP-12
	Fort Fairfield, ME	69-kV	PP-12
	Madawaska, ME	138-kV	PP-29
	Aroostook, ME	2-69-kV	PP-29
Minnesota Power, Inc.	International Falls, MN	115-kV	PP-78
Minnesota Power, Inc.	Roseau County, MN	500-kV	PP-398*
Minnkota Power Cooperative	Roseau County, MN	230-kV	PP-61
Montana Alberta Tie Ltd.	Cut Bank, MT	230-kV	PP-305
New York Power Authority	Massena, NY	765-kV	PP-56
	Massena, NY	2-230-kV	PP-25
	Niagara Falls, NY	2-345-kV	PP-74
	Devils Hole, NY	230-kV	PP-30
Niagara Mohawk Power Corp.	Devils Hole, NY	230-kV	PP-190
Northern States Power Company	Red River, ND	230-kV	PP-45
	Roseau County, MN	500-kV	PP-63
	Rugby, ND	230-kV	PP-231
Sea Breeze Olympic Converter LP	Port Angeles, WA	±450-kV DC	PP-299*
Vermont Electric Power Co.	Derby Line, VT	120-kV	PP-66
Vermont Electric Transmission Co.	Norton, VT	±450-kV DC	PP-76

¹ The Presidential Permit numbers refer to the generic Department permit number and are intended to include any subsequent amendments to the permit authorizing the facility.

* These transmission facilities have been authorized, but are not yet constructed or placed into operation.

EXHIBIT D - DESIGNATION OF AGENT AND POWER OF ATTORNEY

IRREVOCABLE LIMITED POWER OF ATTORNEY

This irrevocable limited power of attorney is made July 16, 2018, by ADG Group Inc. ("Principal"), an Ontario corporation with its executive offices and principal place of business at 77 King Street West, Suite 400, Toronto, Ontario, Canada M5K 0A1.

1. Appointment. The Principal hereby appoints Corporation Service Company, whose principal place of business in New York State is at 80 State Street, Albany, New York 12207, as the Principal's true and lawful agent and attorney-in-fact ("Attorney-in-Fact") for the limited purpose described herein.
2. Scope of Authority. The Attorney-in-Fact shall have the limited power and authority to receive service of process for any and all matters relating to the Principal's application before the U.S. Department of Energy to transmit electric energy to Canada, filed pursuant to 10 C.F.R. §§ 205.300 *et seq.*
3. Irrevocability. This power of attorney is irrevocable by the Principal, subject only to the Principal's right to re-designate, or substitute the Attorney-in-Fact upon thirty (30) days prior written notice to the U.S. Department of Energy and the Attorney-in-Fact.

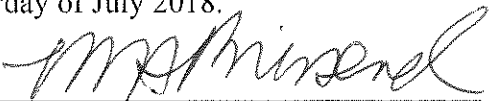
IN WITNESS WHEREOF, the Principal has caused this power of attorney to be duly executed on this 16th day of July, 2018.

ADG Group Inc.

By: _____

Xue Chao Cai
President

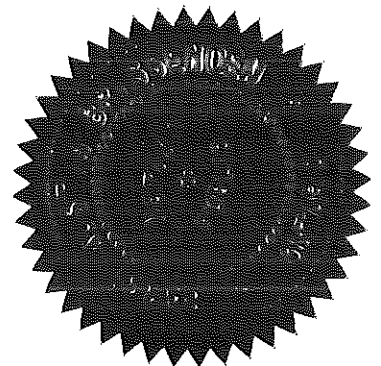
Subscribed and Sworn to before me
this 16th day of July 2018.



Notary Public *Barry A. Brissenden*

My Commission expires: Permanent

Barry A. Brissenden
Barrister & Solicitor
Notary Public for Ontario
1B-2505 Dunwin Drive
Mississauga, Ontario L5L 1T1



**EXHIBIT E - STATEMENT OF ANY CORPORATE RELATIONSHIP
OR EXISTING CONTRACT**

Not Applicable

EXHIBIT F - OPERATING PROCEDURES

Not Applicable